



210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

Ms Sharla Dillon, Docket Office
Docket and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**RE: Petition for Corporate Name Change from Operator Service Company, Inc. to
Operator Service Company, LLC**

Dear Ms. Dillon

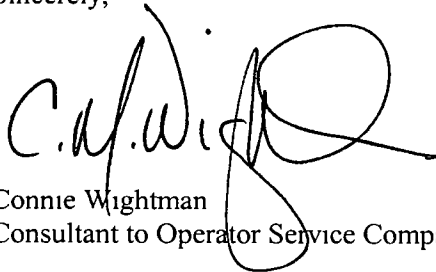
With this letter, Operator Service Company, Inc petitions the Tennessee Regulatory Authority for approval to change its name to Operator Service Company, LLC On January 28, 2005, Operator Service Company, Inc. amended its Articles of Incorporation to reflect a name change to Operator Service Company, LLC A copy of the amended Articles of Incorporation and Certificate issued by the Tennessee Secretary of State's office are provided with the notice included with this letter Upon approval of this filing, the Company is requesting a resissued certificate reflecting the Company's new name

A check in the amount of \$25 00 representing the filing fee is included with this filing The Company's presubscribed customers have been notified of this name change Questions regarding this notice may be directed to my attention at (407) 740-8575 or via e-mail at cwightman@tminc.com

To keep our records complete, please acknowledge receipt of his filing by returning, file-stamped, the extra copy of this correspondence in the self-addressed stamped envelope enclosed for this purpose

Thank you for your assistance

Sincerely,



Connie Wightman
Consultant to Operator Service Company, LLC

Enclosure
CW/im

cc: Jill Froman, OSC
File. OSC - TN
TMS TNO0501

RECEIVED
February 17, 2005
2005 FEB 23 AM 9:53
T.R.A. DOCKET ROOM

05-00059

PAID T.R.A.	
Chk #	39912
Amount	25.00
Rcvd By	LR
Date	2-18-05

OPERATOR SERVICE COMPANY

NOTICE OF NAME CHANGE AND PARTIAL OWNERSHIP CHANGE

Operator Service Company, a Texas corporation, ("OSC") provides notice of a transfer of equity interest transaction between BC Holding III Corporation and Onslow Holdings, LLC, a California limited liability company, ("Buyer") As a result of this transaction OSC became a minority-owned subsidiary of Buyer, but will continue to operate as a separate entity. OSC is currently certificated to provide intrastate interexchange telecommunications services in Tennessee and will retain its status as a telecommunications services provider in Tennessee OSC has changed its domicile to a Delaware limited liability company, known as Operator Service Company, LLC.

I. DESCRIPTION OF TRANSACTION

Buyer is a company formed under the laws of California with its principal office located in California A copy of the certificate of formation is included as Exhibit 1 Buyer is not a certificated entity in the State of Tennessee and has not registered to do business in Tennessee as a foreign entity Buyer is a holding company organized for the purpose of holding an equity interest in OSC.

On July 19, 2004, BC Holding III Corporation and Buyer entered into an agreement (the "Agreement"), pursuant to which Buyer will own a 49% interest in OSC OSC remains a separate operating company.

II. CUSTOMER IMPACT

OSC remains a separate certificated company in the State of Tennessee This transaction has no effect on the rates or terms and conditions of service The toll free telephone number for customer service will remain the same 800-658-6041 OSC has changed its domicile to be a Delaware limited liability company in connection with this transaction.

III. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is

Connie Wightman, Consultant to Operator Service Company, LLC
Technologies Management, Inc
210 Park Avenue North
Winter Park, Florida 32789
Telephone (407) 740-3008
Facsimile (407) 740-0613
email cwightman@tmnc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC is

Jill Froman, Chief Financial Officer
Operator Service Company
5302 Avenue Q
Lubbock, Texas 79412
Telephone (800) 658-6041
Facsimile (806) 747-0757
e-mail jill.froman@osc.com

A complete listing of officers for OSC and Buyer is attached as Exhibit 2.

IV. PUBLIC INTEREST CONSIDERATIONS

This transaction has been transparent to OSC's customers, and has not resulted in the change of any rate, term or condition of service. Customers have continued to receive the same high-quality service at the same rates, terms and conditions and OSC continues to compete effectively and efficiently in the competitive telecommunications marketplace, offering high-quality cost-competitive services.

Onslow Holdings, LLC (Buyer)

Exhibit 1

CERTIFICATE OF FORMATION



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 14 2004



Kevin Shelley
Secretary of State



State of California
Kevin Shelley
Secretary of State

File # **200419610017**

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUL 13 2004

KEVIN SHELLEY
Secretary of State

NOTE: A limited liability company is not permitted to render professional services.

A \$70.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

1. **NAME OF THE LIMITED LIABILITY COMPANY** (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO.," OR THE ABBREVIATIONS "LLC" OR "L.L.C.")
Onslow Holdings, LLC

2. **THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.**

INITIAL AGENT FOR SERVICE OF PROCESS - If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).

3. **NAME OF THE INITIAL AGENT FOR SERVICE OF PROCESS** Stephen Baus

4. **IF AN INDIVIDUAL, THE ADDRESS OF THE INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA**

ADDRESS 9 Georgeff Road

CITY Rolling Hills

STATE CA

ZIP CODE 90274

5. **THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONLY ONE)**

- ☒ ONE MANAGER
☐ MORE THAN ONE MANAGER
☐ ALL LIMITED LIABILITY COMPANY MEMBER(S)

6. **ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.**

7. **TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY (FOR INFORMATIONAL PURPOSES ONLY)**

Holding Company

8. **I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.**

Stephen Baus
SIGNATURE OF ORGANIZER

July 13, 2004
DATE

Stephen Baus

TYPE OR PRINT NAME OF ORGANIZER

9. **RETURN TO:**

NAME Stephen Baus
FIRM 9 Georgeff Road
ADDRESS Rolling Hills, CA 90274
CITY/STATE
ZIP CODE L



Operator Service Company, LLC

Exhibit 2

CERTIFICATE OF FORMATION

Secretary of State

Division of Business Services

312 Eighth Avenue North

4 Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 02/04/05

REQUEST NUMBER: 5349-3421

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 02/03/05 1251

EFFECTIVE DATE/TIME: 02/03/05 1251

CONTROL NUMBER: 0486656

TO:

C T CORPORATION SYSTEM
818 W 7TH STREET
2ND FLOOR
LOS ANGELES, CA 90017

RE:

OPERATOR SERVICE COMPANY, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF TH

LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 02/04/05

FROM:

C T CORPORATION SYSTEM (LOS ANGELES, CA)
818 W. SEVENTH ST.
2ND FLOOR
LOS ANGELES, CA 90017-0000

RECEIVED: FEES \$300.00 \$0.00


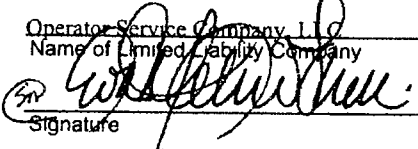
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003644986
ACCOUNT NUMBER: 00000002



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  <p>State of Tennessee Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p> </div> <div style="text-align: center;"> <p>APPLICATION FOR CERTIFICATE OF AUTHORITY (Limited Liability Company)</p> </div> </div>	<p style="text-align: center; font-size: small;">For Office Use Only</p>
<p>To the Secretary of State of the State of Tennessee</p> <p>Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth</p>	
<p>1. The name of the Limited Liability Company is <u>Operator Service Company, LLC</u></p> <p>If different, the name under which the certificate of authority is to be obtained is _____</p>	
<p>NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).</p>	
<p>2. The state or country under whose law it is formed is <u>Delaware</u></p>	
<p>3. The date of its organization is <u>03/09/1993</u> (must be month, day and year)</p>	
<p>4. The complete street address (including zip code) of its principal office is:</p> <p><u>360 North Crescent Drive, South Building, Beverly Hills, CA 90210</u></p> <p style="font-size: x-small; margin-top: 5px;"> Street City/State Zip Code </p>	
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee</p> <p><u>800 S. Gay Street, Suite 2021, Knoxville, Tennessee, Knox County, 37929-9710</u></p> <p style="font-size: x-small; margin-top: 5px;"> Street City/State County Zip Code </p> <p>The name of its registered agent at that office is <u>C T Corporation System</u></p>	
<p>6. The number of members at the date of filing <u>2</u></p>	
<p>7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____</p>	
<p>NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.</p>	
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p><u>11/29/05</u> Signature Date</p> <p><u>AUTHORIZED PERSON</u> Signer's Capacity</p> </div> <div style="width: 50%;"> <p><u>Operator Service Company, LLC</u> Name of Limited Liability Company</p> <p> Signature</p> <p><u>Eva M. Kalawski</u> Name (typed or printed)</p> </div> </div>	
<div style="display: flex; justify-content: space-between; font-size: x-small;"> SS-4233 (Rev 10/03) Filing Fee \$50 per member / minimum fee=\$300, maximum fee=\$3,000 RDA 2458 </div>	

Delaware

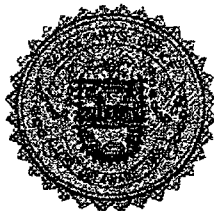
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPERATOR SERVICE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2328377 8300

050074233

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3649424

DATE: 01-28-05

Delaware

PAGE 1

The First State

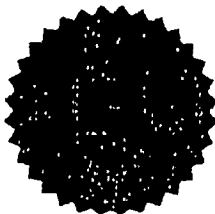
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AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2328377 8300

050074233



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION 3649422

DATE: 01-28-05

MEMBERS:

BC Holding III Corporation	360 North Crescent Drive, South Building Beverly Hills, CA 90210
Onslow Holdings, LLC	19 La Cinita Orinda, CA 94563

MANAGERS:

Stephen B. Baus	19 La Cinita Orinda, CA 94563
William F. Bricking	360 North Crescent Drive South Building Beverly Hills, CA 90210
Philip E. Norment	360 North Crescent Drive South Building Beverly Hills, CA 90210
Stephen T. Zollo	360 North Crescent Drive South Building Beverly Hills, CA 90210

Exhibit 3

LISTING OF OFFICERS

Officers

Operator Service Company, LLC
532 Avenue Q
Lubbock, Texas 79412

Officers:

Stephen Baus	President
Robert J. Joubran	Vice President and Treasurer
Eva M. Kalawski	Vice President and Secretary

Onslow Holdings, LLC
9 Georgeff Road
Rolling Hills, California 90274

Sole Member:

Stephen Baus